

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES G

RECORDATION NO. 6991-A Filed & Recorded

MAR 3 1976 -1 50 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated as of February 1, 1976, to Equipment Trust Agreement, dated as of April 1, 1973 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series G, was created.

WHEREAS, the Company desires to cause certain items of railroad equipment to be acquired by the Trustee in addition to the Trust Equipment (as defined in the Agreement) previously acquired by the Trustee; and

WHEREAS, Section 3.4 of the Agreement provides for such acquisition.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby agree as follows:

1. The Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in and to the contracts for the construction of the Additional Equipment.

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
10	62' 100-ton Insulated Box Cars with load dividers and end-of-car air bags, and roller bearing trucks, (Class Bx-179), PACCAR, Inc, builder; numbered 625360 to 625369, both inclusive	\$51,000	\$510,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By

W. H. Harper
Vice President-Finance

ATTEST:

C. F. Bezingus
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By

W. H. Harper
VICE PRESIDENT

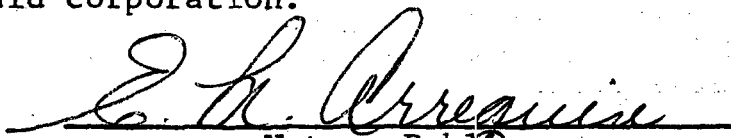
ATTEST:

W. H. Harper
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

On this 27th day of February, 1976, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

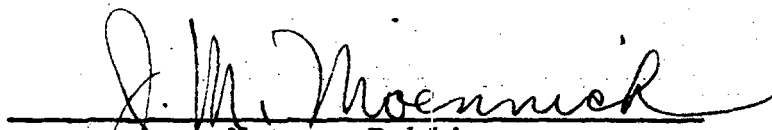

Notary Public

(Notarial Seal)

My Commission Expires
FEBRUARY 1, 1977

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

On this 1st day of March, 1976, before me personally appeared J. L. SPRENG , to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires SEPTEMBER 2, 1979

Revised in accordance with
Supplement No. 1, dated as of February 1, 1976

SCHEDULE A

<u>Quantity</u>		<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
43	3600 H.P., Model SD45-2 diesel-electric locomotives, General Motors Corporation (Electro-Motive division) builder; numbered 5662 to 5704.....	\$384,000	\$16,512,000
10	62' 100-ton Insulated Box Cars with load dividers and end-of-car air bags, and roller bearing trucks, (Class Bx-179), PACCAR, Inc, builder; numbered 625360 to 625369, both inclusive.....	51,000	<u>510,000</u>
	Total.....		<u>\$17,522,000</u>